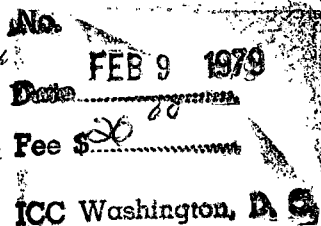


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Telephone 226-4211  
(Area Code 512)



February 5, 1979

Ms. Mildred Lee  
Room 1227  
Office of the Secretary of the  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 9867-B + 9867-C Filed 1425

FEB 9 1979 -3 35 PM  
INTERSTATE COMMERCE COMMISSION

Re: Recordation Pursuant to  
49 U.S.C.A. § 20(c) of  
Statement of New Numbers  
and Partial Release of  
Security Interest Relating  
to Railroad Cars

Dear Ms. Lee:

Pursuant to 49 U.S.C.A. § 20(c) and in accordance with  
49 C.F.R. § 1116, enclosed for recordation are the original  
and two executed counterparts of a Statement of New Numbers  
and of a Partial Release of Security Interest, described  
below. Also enclosed is a check in the amount of \$20.00 in  
payment of the recordation fee.

The parties to the documents are as follows:

Debtor:	RailTex, Inc. 300 Elizabeth Road San Antonio, Texas 78209
Secured Party:	Hixon Venture Company 341 Milam Building San Antonio, Texas 78205

RECEIVED  
FEB 8 3 30 PM '79  
I.C.C.  
FEE OPERATION BR.

These documents relate to 50 "Open-Top Hopper" railroad  
cars identified as the Collateral in a Security Agreement  
between the above parties dated November 20, 1978, and filed

*Matthews, Nowlin, Macfarlane & Barrett*

Ms. Mildred Lee  
Page Two  
February 5, 1979

for recordation in your office at 3:00 p.m. November 27, 1978, File No. 9867; and to a second Security Agreement between the parties granting a security interest in all leases of one or more of said railroad cars, also filed on the above date, File No. 9867A.

The "Statement of New Numbers" states the correct identification numbers of the 50 railroad cars, 35 of which are described incorrectly in said Security Agreements. The correct identification numbers are as follows:

Former Numbers  
(As stated in Security Agreements  
of 11/20/78)

New Numbers

TRAX 120 through TRAX 169,  
inclusive

TRAX 120 through  
TRAX 134, inclusive

TRAX 200 through  
TRAX 230, inclusive

TRAX 300 through  
TRAX 303, inclusive

The "Partial Release of Security Interest" states that the Secured Party releases its security interest in 17 of said railroad cars, described in said Release by their corrected identification numbers, as follows:

TRAX 120 through TRAX 133, inclusive,  
TRAX 200, TRAX 201 and TRAX 202

Should you have any questions or need further information, please contact the undersigned by collect telephone call at (512) 226-4211.

Please return the file stamped originals to the undersigned.

Very truly yours,

MATTHEWS, NOWLIN, MACFARLANE &  
BARRETT

By   
John D. Fisch

JDF/set  
Enclosures  
CERTIFIED MAIL NO. 249520  
RETURN RECEIPT REQUESTED

FEB 9 1979 -3 35 PM

INTERSTATE COMMERCE COMMISSION  
PARTIAL RELEASE OF SECURITY INTEREST

The undersigned, Hixon Venture Company, 341 Milam Building, San Antonio, Bexar County, Texas 78205 ("Secured Party"), the legal and equitable owner and holder of that one certain promissory note in the original principal sum of \$150,000.00, dated November 20, 1978, executed by RailTex, Inc., more fully described in a Security Agreement filed for recordation with the Interstate Commerce Commission and file stamped at 3:00 p.m. on November 27, 1978, Recordation No. 9867, said note being secured by said Security Agreement granting Secured Party a security interest in certain described collateral, the identification numbers of which have been restated in a Statement of New Numbers dated January 26, 1979, and filed for recordation with the Interstate Commerce Commission, including the following described collateral, to wit:

17 "Open-Top Hopper" railroad cars bearing identification numbers TRAX 120 through TRAX 133, inclusive, and TRAX 200, TRAX 201 and TRAX 202,

for a good and valuable consideration paid to the undersigned, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the conditions of said Security Agreement, hereby RELEASES and DISCHARGES the above described and specifically identified collateral from said security interest.

But it is expressly agreed and understood that this is a partial release and that the same shall in no way affect or impair said security interest in any other collateral in said security interest.

EXECUTED this 31st day of January, 1979.

HIXON VENTURE COMPANY

By

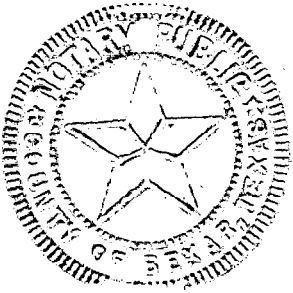
Michael Beer

STATE OF TEXAS           §

COUNTY OF BEXAR       §

BEFORE ME, the undersigned authority, on this day personally appeared Michael Bell, President of Hixon Venture Company, a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN under my hand and seal of office on this the 31st day of January, 1979.



Barbara B. Benavides  
Notary Public in and for  
Bexar County, Texas